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Attorneys for Plaintiff/Counter Defendant
TESLA, INC.

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

TESLA, INC.,
v.
MARTIN TRIPP,
Plaintiff,
Defendant.

Case No. 3:18-cv-00296-LRH-CBC

**DECLARATION OF MICHAEL T.
LIFRAK IN SUPPORT OF TESLA,
INC.'S MOTION FOR SUMMARY
JUDGMENT OR, IN THE
ALTERNATIVE, FOR PARTIAL
SUMMARY JUDGMENT**

AND RELATED COUNTERCLAIMS

1 **I, Michael T. Lifrak, declare as follows:**

2 1. I am a member of the bar of the State of California and a partner at Quinn Emanuel
3 Urquhart & Sullivan, LLP, attorneys for Plaintiff and Counterclaim Defendant Tesla, Inc. I make
4 this declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and
5 would testify competently thereto.

6 2. I submit this declaration in support of Tesla's Motion for Summary Judgment, or
7 in the Alternative, Partial Summary Judgment (the "Motion").

8 3. Concurrently filed with the Motion is an Appendix of Exhibits In Support of
9 Tesla's Motion for Summary Judgment, or in the Alternative, Partial Summary Judgment (the
10 "Appendix").

11 4. The Motion, this declaration, and the concurrently filed declaration of Elon Musk
12 reference exhibits within the Appendix. All exhibits referenced below are contained in the
13 Appendix.

14 5. Included in the Appendix as **Exhibit 1** is a true and correct copy of excerpts of the
15 confidential deposition transcript of Martin Tripp, which has been filed conditionally under seal.

16 6. Included in the Appendix as **Exhibit 2** is a true and correct copy of excerpts of the
17 confidential deposition transcript of Nicolas Gicinto, which has been filed conditionally under
18 seal.

19 7. Included in the Appendix as **Exhibit 3** is a true and correct copy of excerpts of the
20 confidential deposition transcript of Michael Persyn.

21 8. Included in the Appendix as **Exhibit 4** is a true and correct copy of excerpts of the
22 confidential deposition transcript of Shamara Bell.

23 9. Included in the Appendix as **Exhibit 5** is a true and correct copy of excerpts of the
24 confidential deposition transcript of Sarah O'Brien.

25 10. Included in the Appendix as **Exhibit 6** is a true and correct copy of excerpts from
26 the certified transcript of Martin Tripp's June 14, 2018 interview with Nicolas Gicinto and Jake
27 Nocon, produced at TESS-TRIPP_0028450-739 and designated confidential, which has been filed
28

1 conditionally under seal. The original audio recording of the interview was produced by Tesla at
2 TES-TRIPP_000002.

3 11. Included in the Appendix as **Exhibit 7** is a true and correct copy of Exhibit 74 to
4 the deposition of Martin Tripp, screenshots of messages between Martin Tripp and James Uelmen,
5 produced by Tesla at TES-TRIPP_0021837.

6 12. Included in the Appendix as **Exhibit 8** is a true and correct copy of Evelyn Cheng,
7 *Tesla shares falls after Moody's downgrades credit rating*, CNBC.COM (Mar. 27, 2018), available
8 at [https://www.cnbc.com/2018/03/27/moodys-downgrades-tesla-credit-rating-on-model-3-](https://www.cnbc.com/2018/03/27/moodys-downgrades-tesla-credit-rating-on-model-3-production-delays.html)
9 [production-delays.html](https://www.cnbc.com/2018/03/27/moodys-downgrades-tesla-credit-rating-on-model-3-production-delays.html).

10 13. Included in the Appendix as **Exhibit 9** is a true and correct copy of Sonari Glinton,
11 *Out Of The Gate, Tesla Stumbles On Its Mass-Market Car*, NPR (Oct. 3, 2017), available at
12 <https://www.npr.org/2017/10/03/555417831/out-of-the-gate-tesla-stumbles-on-mass-market-car>.

13 14. Included in the Appendix as **Exhibit 10** is a true and correct copy of Neal E.
14 Boudette, *For Tesla, 'Production Hell' Looks Like the Reality of the Car Business*, THE NEW
15 YORK TIMES (April 3, 2018), available at [https://www.nytimes.com/2018/04/03/business/tesla-](https://www.nytimes.com/2018/04/03/business/tesla-model-3.html)
16 [model-3.html](https://www.nytimes.com/2018/04/03/business/tesla-model-3.html).

17 15. Included in the Appendix as **Exhibit 11** is a true and correct copy of Exhibit 70 to
18 the deposition of Martin Tripp, the June 2, 2018 email correspondence between Martin Tripp and
19 Michael Bowling, subject line: "Meet to discuss the following," produced by Martin Tripp at
20 TRIPP00951-52 and designated confidential, which has been filed conditionally under seal.

21 16. Included in the Appendix as **Exhibit 12** is a true and correct copy of the October
22 16, 2017 email correspondence and attachment between Michael Bowling and Martin Tripp,
23 subject line: "FW Martin Tripp," produced by Tesla at TES-TRIPP_0026707 and designated
24 confidential, which has been filed conditionally under seal.

25 17. Included in the Appendix as **Exhibit 13** is a true and correct copy of Tesla Motor's
26 Inc. Code of Business Conduct and Ethics, produced by Martin Tripp at TRIPP00773-80 and
27 designated confidential, which has been filed conditionally under seal.
28

1 18. Included in the Appendix as **Exhibit 14** is a true and correct copy of Tesla's
2 Communications Policy and Confidentiality Agreement, produced by Martin Tripp at
3 TRIPP000781-84 and designated confidential, which has been filed conditionally under seal.

4 19. Included in the Appendix as **Exhibit 15** is a true and correct copy of Tesla Motors,
5 Inc. Employee Proprietary Information and Inventions Agreement, produced by Martin Tripp at
6 TRIPP000820-23 and designated confidential, which has been filed conditionally under seal.

7 20. Included in the Appendix as **Exhibit 16** is a true and correct copy of Martin Tripp's
8 July 27, 2017 Applicant Non-Disclosure Agreement with Tesla, produced by Martin Tripp at
9 GGL000140_0001 and designated highly confidential, which has been filed conditionally under
10 seal.

11 21. Included in the Appendix as **Exhibit 17** is a true and correct copy of Exhibit 66 to
12 the deposition of Martin Tripp, the February 20, 2018 email correspondence between Chris
13 Guenther and Michael Bowling, subject line: "FW:3DU Stator NCM personnel issue(s)," produced
14 at TES-TRIPP_0021669-70 and designated confidential, which has been filed conditionally under
15 seal.

16 22. Included in the Appendix as **Exhibit 18** is a true and correct copy of the March 8,
17 2018 email correspondence between Michael Bowling and Martin Tripp, produced by Tesla at
18 TES-TRIPP_0021668 and designated confidential, which has been filed conditionally under seal.

19 23. Included in the Appendix as **Exhibit 19** is a true and correct copy of Exhibit 69 to
20 the deposition of Martin Tripp, the May 25, 2018 email correspondence between Michael Bowling
21 and Martin Tripp, produced by Tesla at TES-TRIPP_0000846 and designated confidential, which
22 has been filed conditionally under seal.

23 24. Included in the Appendix as **Exhibit 20** is a true and correct copy of the summary
24 of the May 25, 2018 email correspondence between Michael Bowling and Martin Tripp, subject
25 line: "Verbal Warning follow up," produced by Tesla at TES-TRIPP_0000846.

26 25. Included in the Appendix as **Exhibit 21** is a true and correct copy of the May 27,
27 2018 email correspondence from mtripp@tesla.com to martytripp@icloud.com, subject line:
28

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1 “Fwd: NCM updates-to help reduce NCM WIP level,” produced by Tesla at TES-
2 TRIPP_00219091-92 and designated confidential, which has been filed conditionally under seal.

3 26. Included in the Appendix as **Exhibit 22** is a true and correct copy of the May 27,
4 2018 email correspondence from “Marty Tripp” to “Me,” subject line: “T Scrap 2018,” produced
5 by Martin Tripp at GGL000248.

6 27. Included in the Appendix as **Exhibit 23** is a true and correct copy of the May 27,
7 2018 email correspondence from Martin Tripp to llopez@businessinsider.com, subject line:
8 “Pics,” produced by Martin Tripp at GGL000092-GGL000092_0003 and designated highly
9 confidential, which has been filed conditionally under seal.

10 28. Included in the Appendix as **Exhibit 24** is a true and correct copy of Exhibit 26 to
11 the deposition of Martin Tripp, the June 5, 2018 email correspondence from Martin Tripp to Linda
12 Lorel, subject line: “Valeo robot being removed and pic of the query for all model 3’s.”

13 29. Included in the Appendix as **Exhibit 25** is a true and correct copy of the May 29,
14 2018 email correspondence from Martin Tripp to Linette Lopez, subject line: “Email to Elon,”
15 produced by Martin Tripp at GGL000098-GGL000098.0010, and designated highly confidential,
16 which has been filed conditionally under seal.

17 30. Included in the Appendix as **Exhibit 26** is a true and correct copy of the June 1,
18 2018 email correspondence from Martin Tripp to llopez@businessinsider.com, subject line:
19 “Scrap Tableau,” produced by Martin Tripp at GGL000243-GGL000243_0002.0002 and
20 designated highly confidential, which has been filed conditionally under seal.

21 31. Included in the Appendix as **Exhibit 27** is a true and correct copy Exhibit 1 to the
22 deposition of Martin Tripp, the May 27, 2018 email correspondence between Martin Tripp and
23 Linette Lopez : “TESLA (From someone that works there),” and designated confidential, which
24 has been filed conditionally under seal

25 32. Included in the Appendix as **Exhibit 28** is a true and correct copy of the May 27,
26 2018 email correspondence between Martin Tripp and llopez@businessinsider.com, subject line:
27 “T Scrap 2018,” produced by Martin Tripp at GGL000077-GGL000077_0006 and designated
28 highly confidential, which has been filed conditionally under seal.

33. Included in the Appendix as **Exhibit 29** is a true and correct copy of the June 6, 2018 email correspondence between Kamran Mumtaz and Linette Lopez, subject line: “New machine from Germany,” produced by Tesla at TES-TRIPP_0012897-99.

34. Included in the Appendix as **Exhibit 30** is a true and correct copy of Linette Lopez, *Internal documents reveal Tesla is blowing through an insane amount of raw material and cash to make Model 3s, and production is still a nightmare*, BUSINESS INSIDER (June 4, 2018), available at <https://www.businessinsider.com/tesla-model-3-scrap-waste-high-gigafactory-2018-5>.

35. Included in the Appendix as **Exhibit 31** is a true and correct copy of Linette Lopez, *Tesla's new Gigafactory robots that are supposed to help it ramp up Model 3 production aren't working yet*, BUSINESS INSIDER (June 6, 2018), available at <https://www.businessinsider.com/teslas-new-gigafactory-robots-are-not-making-batteries-yet-2018-6>.

36. Included in the Appendix as **Exhibit 32** is a true and correct copy of the June 6, 2018 email correspondence between Martin Tripp and Linette Lopez, subject line: “New machine from Germany,” produced by Martin Tripp at GGL000158-GGL000158.0006.

37. Included in the Appendix as **Exhibit 33** is a true and correct copy of text message correspondence between Martin Tripp and Linette Lopez, produced by Martin Tripp at TRIPP000873-892 and designated confidential, which has been filed conditionally under seal.

38. Included in the Appendix as **Exhibit 34** is a true and correct copy of June 19, 2018 email correspondence between noreplynotifications@tesla.com and Martin Tripp, subject line: “Information for Employees Departing Tesla.”

39. Included in the Appendix as **Exhibit 35** is a true and correct copy of Exhibit 58 to the deposition of Martin Tripp, the June 20, 2018 email correspondence between Martin Tripp and Julia Carrie Wong, subject line: “Termination/Lawsuit.”

40. Included in the Appendix as **Exhibit 36** is a true and correct copy of Exhibit 2 to the Deposition of Shamara Bell, the June 21, 2018 email correspondence between Shamara Bell and Jeff Jones, subject line: “Martin Tripp Call.”

41. Included in the Appendix as **Exhibit 37** is a true and correct copy of Exhibit 11 to the Deposition of Shamara Bell, the June 20, 2018 email correspondence between Brooke Airey and Avery Bustamante, subject line: “FW: Martin Trip: Possible Threat,” produced at TRIPP00906.

42. Included in the Appendix as **Exhibit 38** is a true and correct copy of Exhibit 12 to the Deposition of Shamara Bell, the June 20, 2018 email correspondence between Avery Bustamante, Shamara Bell, Angel Besinaiz, Brooke Airey, and Kristin Krerowicz, subject line: “Martin Trip: Possible Threat,” produced by Tesla at TES-TRIPP_0003386-88.

43. Included in the Appendix as **Exhibit 39** is a true and correct copy of the June 20, 2018 email correspondence between Shamara Bell and Kristin Krerowicz, subject line: Martin Trip: Possible Threat,” produced at TES-TRIPP_0004022-23 and designated confidential.

44. Included in the Appendix as **Exhibit 40** is a true and correct copy of the June 20, 2018 email correspondence between Sarah O’Brien and Julia Wong, subject line: “Query re: Martin Tripp and your emails,” produced by Tesla at TES-TRIPP_0010122-31.

45. Included in the Appendix as **Exhibit 41** is a true and correct copy of the June 20, 2018 email correspondence between Drew Harwell and Dave Arnold, subject line: “Hi from Washington Post,” produced by Tesla at TES-TRIPP_00221996-2002.

46. Included in the Appendix as **Exhibit 42** is a true and correct copy of the June 21, 2018 email correspondence between Don Reisinger and Dave Arnold, subject line: “Fortune inquiry on Tripp’s comments,” produced by Tesla at TES-TRIPP_0004024-25.

47. Included in the Appendix as **Exhibit 43** is a true and correct copy of Exhibit 3 to the Deposition of Dave Arnold, the June 20, 2018 email correspondence between Drew Harwell and Dave Arnold, subject line: “Hi from Washington Post,” produced by Tesla at TES-TRIPP_0006183-89.

48. Included in the Appendix as **Exhibit 44** is a true and correct copy of the June 21, 2018 email correspondence between Sarah O’Brien and Dave Arnold, subject line: “Hi from Washington Post,” produced by Tesla at TES-TRIPP_0009687-700, and designated confidential, which has been filed conditionally under seal.

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49. Included in the Appendix as **Exhibit 45** is a true and correct copy of Exhibit 4 to the deposition of Dave Arnold, the June 21, 2018 email correspondence between Dave Arnold and Lora Kolodny, subject line: “CNBC query-Martin Tripp interview in WaPo – whistleblower claims,” produced by Tesla at TES-TRIPP 0006175-76.

50. Included in the Appendix as **Exhibit 46** is a true and correct copy of the August 28, 2018 email correspondence from Arlan Adamsen to himself, subject line: “FW: Conversation with Kristin Krerowicz,” produced by Tesla at TES-TRIPP 0000971-73.

51. Included in the Appendix as **Exhibit 47** is a true and correct copy of Exhibit 5 to the deposition of Sean Gouthro, Storey County Sheriff’s Office Felony Report, produced by Martin Tripp at TRIPP01253-66.

52. Included in the Appendix as **Exhibit 48** is a true and correct copy of excerpts from the certified transcript of James Uelmen’s June 25, 2018 interview with Nicolas Gicinto and Justin Zeefe, produced at TES-TRIPP_0028348. The original audio recording of the interview was produced by Tesla at TES-TRIPP_0017326.

53. Included in the Appendix as **Exhibit 49** is a true and correct copy of Martin Tripp’s Second Amended Response and Objections to Tesla’s Interrogatory No. 7, served on June 13, 2019, filed conditionally under seal.

54. Included in the Appendix as **Exhibit 50** is a true and correct copy of Tesla’s Amended Response and Objections to Martin Tripp’s Interrogatory No. 13, served on May 20, 2019, designated confidential and filed conditionally under seal.

55. Included in the Appendix as **Exhibit 51** is a true and correct copy of Exhibit 41 to the deposition of Martin Tripp.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this document was executed in Los Angeles, California.

DATED: March 31, 2020

By 
Michael T. Lifrak

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I am an employee of McDonald Carano LLP, and that on March 31, 2020, a true and correct copy of the foregoing **DECLARATION OF MICHAEL T. LIFRAK IN SUPPORT OF TESLA, INC.'S MOTION FOR SUMMARY JUDGMENT OR, IN THE ALTERNATIVE, FOR PARTIAL SUMMARY JUDGMENT** was electronically filed with the Clerk of the Court by using CM/ECF service which will provide copies to the following counsel of record registered to receive CM/ECF notification.

/s/ CaraMia Gerard
An employee of McDonald Carano LLP